

MINUTES

of the resolutions
of the 21th ordinary Shareholders' Meeting of

Micronas Semiconductor Holding AG

on May 17, 2016, at Technopark, Technoparkstrasse 1 in Zurich

I. Opening, invitations, constitution and quorum

Dr. Dieter G. Seipler, Chairman of the Board of Directors, opens the meeting at 10.00 a.m. and welcomes the shareholders present as well as Mr. Matthias Bopp, CEO of the Company, Mr. Daniel Wäger, CFO of the Company, Mrs. Stefanie Kahle-Galonske, member of the Board of Directors, and Mr. Heinrich Kreutzer, former member of the Board of Directors. Mr. Lucas Grolimund, former member of the board of directors, needed to excuse himself due to a business trip. The Chairman gives a special welcome to Mr. Shigenao Ishiguro and Mr. Keisuke Igarashi who came from Japan especially for this Shareholders' Meeting.

The Chairman gives an overview on the past financial considering the public tender offer by TDK.

Dr. Wolfgang Müller is appointed as the secretary of the meeting. Mrs. Susy Krucker and Mr. Roman Steinke act as vote counters. The Chairman clarifies that KBT Treuhand AG Zurich, Mr. Reto Leemann, acts as independent proxy holder and that the auditor of the Company, KPMG AG Zurich, is present today with Mr. Herbert Bussmann and Mrs. Nicole Balmer Fröhlich.

The Chairman establishes:

- a) that the ordinary Shareholders' Meeting was convened in compliance with the statutory provisions and the provisions of the Articles of Incorporation by sending invitations to the shareholders registered with the share register on April 26, 2016, and publishing the invitation in the Swiss Commercial Gazette of April 27, 2016;
- b) that the Annual Report 2015, the Compensation Report, the auditors' report and the motions of the Board of Directors were available on the Company's homepage and at the Company's registered office for inspection by the shareholders as from April 27, 2016, and that the shareholders could order these documents;
- c) that the shareholders were able to inspect the minutes of last year's ordinary Shareholders' Meeting on the Company's homepage or at the registered office of the Company;

- d) that today's ordinary Shareholders' Meeting may therefore pass valid resolutions on all matters on the agenda;
- e) that the agenda was included in the invitation sent to the registered shareholders and published in the Swiss Commercial Gazette;
- f) that, unless an imperative provision of the law or the Articles of Incorporation requires otherwise, voting and elections are decided by a simple majority of the votes cast without taking account of the number of shareholders present and votes represented, and that abstentions are not counted.

The Chairman compiles the voting register and establishes that the ordinary share capital registered with the Commercial Register amounts to CHF 1 487 896.50, divided into 29 757 930 registered shares with a par value of CHF 0.05 each. The following shares are represented at today's meeting:

- a) total number of registered shares represented by shareholders or shareholder proxies: 231;
- b) total number of registered shares represented by the independent proxy (KBT Treuhand Zurich, Zurich) in accordance with Art. 689c of the Swiss Code of Obligations: 26 320 792.

The total number of registered shares represented at the meeting is therefore 26 321 023. The Chairman states that the absolute majority of the votes represented is 13 160 512 votes and that 5% of the votes represented amount to 1 316 052 votes.

No objections are raised to these statements by the Chairman.

II. Item 1: Approval of the Management Report 2015, annual financial statements 2015 and consolidated statements of accounts 2015; presentation of the reports of the auditors

As far as the financial statements are concerned, the Chairman refers to the Annual Report and financial report which were made available at the Company's registered office or could be downloaded from the Company's homepage, in particular to pages 110 to 121 of the financial report as well as the letter to the shareholders and, for the consolidated financial statements, to pages 62 to 108 of the financial report and the letter to the shareholders.

Mr. Matthias Bopp, CEO, and Mr. Daniel Wäger, CFO, provide the ordinary Shareholders' Meeting with a report on the Company's business operations. They introduce important projects, explain the 2015 financial statements and give background information regarding the acquisition by TDK. The presentation is enclosed.

The Chairman's request is not met by any questions or counterproposals. Nobody requests leave to speak.

The Shareholders' Meeting waives the reading of the auditors' report. The representative of the auditors does not take the opportunity to comment on the report.

On behalf of the Board of Directors the Chairman submits the following proposal:

The Management Report 2015, the annual financial statements 2015 and the consolidated financial statements for the 2015 financial year should be approved.

The Shareholders' Meeting overwhelmingly approves the proposal of the Board of Directors.

Item 2: Use of the balance sheet result

On behalf of the Board of Directors the Chairman submits the following proposal:

The balance sheet loss of CHF 48 499 782 should be carried forward to new account.

The Chairman's request is not met by any questions or counterproposals. Nobody requests leave to speak.

The Shareholders' Meeting overwhelmingly approves the proposal of the Board of Directors.

Item 3: Release of the members of the Board of Directors

On behalf of the Board of Directors the Chairman submits the following proposal:

Release should be granted to the members of the Board of Directors.

For the voting regarding this proposal the Chairman refers to art. 695 par. 1 of the Swiss Code of Obligations, according to which persons who were in any way involved in the management of the Company do not have any right to vote on the granting of release to the board members.

The Chairman's request is not met by any questions or counterproposals. Nobody requests leave to speak.

As individual voting is not requested, the Shareholders' Meeting overwhelmingly approves the proposal of the Board of Directors. The members of the Board of

Directors and all persons who are in any way involved in the management of the Company did not take part in the voting.

Item 4: Elections

4.1 Re-elections to the Board of Directors

The Chairman informs that Mr. Heinrich Kreutzer and Mr. Lucas Grolimund stepped down in the course of the closing of the Public Tender Offer by TDK, while Mrs. Stefanie Kahle-Galonske and Dr. Dieter G. Seipler run for re-election.

On behalf of the Board of Directors the Chairman submits the following proposals:

Mrs. Stefanie Kahle-Galonske and Dr. Dieter G. Seipler should be re-elected as members of the Board of Directors for a term of one year ending at the next ordinary Shareholders' Meeting.

The Chairman explains that separate votes on each board member's re-election will be held.

The Chairman's request is not met by any questions or counterproposals. Nobody requests leave to speak.

The Shareholders' Meeting overwhelmingly approves the proposal of the Board of Directors to re-elect Mrs. Stefanie Kahle-Galonske.

The Shareholders' Meeting overwhelmingly approves the proposal of the Board of Directors to re-elect Dr. Dieter G. Seipler.

The Chairman explains that Mrs. Kahle-Galonske accepted their possible re-election already before the meeting. He is pleased to accept his re-election and thanks the shareholders for their trust.

4.2 Elections to the Board of Directors

On behalf of the Board of Directors the Chairman submits the following proposals:

Mr. Shigenao Ishiguro and Mr. Keisuke Igarashi should be elected as members of the Board of Directors for a term of one year ending at the next ordinary Shareholders' Meeting.

The Chairman explains that separate votes on each board member's election will be held.

The Chairman's request is not met by any questions or counterproposals. Nobody requests leave to speak.

The Shareholders' Meeting overwhelmingly approves the proposal of the Board of Directors to elect Mr. Shigenao Ishiguro.

The Shareholders' Meeting overwhelmingly approves the proposal of the Board of Directors to elect Mr. Keisuke Igarashi.

The Chairman explains that the elected members accepted their possible election already before the meeting and thanks the shareholders.

4.3 Election of the Chairman of the Board of Directors

On behalf of the Board of Directors the Chairman submits the following proposal:

Dr. Dieter G. Seipler should be elected as Chairman of the Board of Directors for a term of one year ending at the next ordinary Shareholders' Meeting.

The Chairman's request is not met by any questions or counterproposals. Nobody requests leave to speak.

The Shareholders' Meeting overwhelmingly approves the proposal of the Board of Directors to elect Dr. Dieter G. Seipler as Chairman of the Board of Directors.

The Chairman is pleased to accept the election and thanks the shareholders.

4.4 Elections to the Nomination and Compensation Committee

On behalf of the Board of Directors the Chairman submits the following proposals:

Dr. Dieter G. Seipler should be re-elected and Mr. Shigenao Ishiguro as well as Mr. Keisuke Igarashi should be elected as members of the Nomination and Compensation Committee for a term of one year ending at the next ordinary Shareholders' Meeting.

The Chairman explains that separate votes on each member's election to the Nomination and Compensation Committee will be held.

The Chairman's request is not met by any questions or counterproposals. Nobody requests leave to speak.

The Shareholders' Meeting overwhelmingly approves the proposal of the Board of Directors to re-elect Dr. Dieter G. Seipler to the Nomination and Compensation Committee.

The Shareholders' Meeting overwhelmingly approves the proposal of the Board of Directors to elect Mr. Shigenao Ishiguro to the Nomination and Compensation Committee.

The Shareholders' Meeting overwhelmingly approves the proposal of the Board of Directors to elect Mr. Keisuke Igarashi to the Nomination and Compensation Committee.

The Chairman explains that the elected members accepted their possible election already before the meeting. He is pleased to accept the election and thanks the shareholders.

4.5 Re-election of the independent proxy holder

On behalf of the Board of Directors the Chairman submits the following proposal:

KBT Treuhand AG Zurich, Zurich, should be re-elected as independent proxy holder for a term of one year ending at the next ordinary Shareholders' Meeting.

The Chairman's request is not met by any questions or counterproposals. Nobody requests leave to speak.

The Shareholders' Meeting unanimously approves the proposal of the Board of Directors to re-elect KBT Treuhand AG Zurich as independent proxy holder.

The representative of the independent proxy holder accepts the re-election.

4.6 Re-election of the auditors

On behalf of the Board of Directors the Chairman submits the following proposal:

KPMG AG, Zurich, should be re-elected as auditors for a term of office of one year.

The Chairman's request is not met by any questions or counterproposals. Nobody requests leave to speak.

The Shareholders' Meeting overwhelmingly approves the proposal of the Board of Directors to re-elect KPMG AG as auditors.

The representative of the auditors accepts the re-election.

Item 5: Compensation

5.1 Consultative vote on the Compensation Report 2015

After some introductory remarks the Chairman submits the following proposal on behalf of the Board of Directors:

Affirmative notice should be taken of the Compensation Report 2015 in a consultative vote.

The Chairman's request is not met by any questions or counterproposals. Nobody requests leave to speak.

The Shareholders' Meeting overwhelmingly takes affirmative notice of the Compensation Report.

5.2 Approval of the maximum aggregate amount of compensation of the members of the Board of Directors for the period up to the next ordinary Shareholders' Meeting

On behalf of the Board of Directors the Chairman submits the following proposal:

The maximum amount of compensation of CHF 300 000 for the members of the Board of Directors for the period up to the next ordinary Shareholders' Meeting should be approved.

The Chairman's request is not met by any questions or counterproposals. Nobody requests leave to speak.

The Shareholders' Meeting overwhelmingly approves the proposal of the Board of Directors to approve the maximum aggregate amount of compensation of the members of the Board of Directors.

5.3 Approval of the maximum aggregate amount of compensation of the members of the Micronas Group Management for the current financial year 2016

On behalf of the Board of Directors the Chairman submits the following proposal:

The maximum amount of compensation of CHF 1 440 000 for the members of the Micronas Group Management for the current financial year 2016 should be approved.

The Chairman's request is not met by any questions or counterproposals. Nobody requests leave to speak.

The Shareholders' Meeting overwhelmingly approves the proposal of the Board of Directors to approve the maximum aggregate amount of compensation of the members of the Micronas Group Management.

III. End of the ordinary Shareholders' Meeting

The Chairman closes the meeting at 11.00 a.m. and points out that the resolutions passed by the ordinary Shareholders' Meeting will be recorded in minutes which will be available at the Company's registered office for inspection and published on the Company's homepage. Mr. Heinrich Kreuzer receives a bouquet of flowers with sincere thanks for his 10-year board membership.

The Chairman:

The Secretary:

Dr. Dieter Seipler

Dr. Wolfgang Müller